



**TRANSOCEAN HOLDINGS BHD.
(Company No. 36747-U)**

REVISED TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Objective

To ensure a review of the Board candidates is undertaken in a disciplined and objective manner.

Composition

The Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of no fewer than 2 members, all of whom must be non-executive directors and a majority of whom are independent.

The Chairman of the Committee shall be appointed among the members of the Committee.

Meetings

The Committee shall meet as required and at least once a year. A quorum shall consist of two (2) members, both of whom shall be an independent director.

The Committee may invite any senior management staff or professional adviser to be in attendance.

The Company Secretary shall be the secretary of the Committee.

Authority

The Committee is empowered to bring to the Board recommendations as to the appointment of any new executive or non-executive director.

Duties

- To recommend to the board, candidates for all directorships to be filled by the shareholders or the Board. In making its recommendation, the Committee should consider the candidate's:-
 - i) Skills, knowledge, expertise and experience;
 - ii) Professionalism;
 - iii) Integrity; and

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- iv) In the case of the candidates for the position of independent non-executive directors, the NC should also evaluate the candidate's ability to discharge such responsibilities/ functions as expected from independent non-executive directors
- To consider, in making recommendations, candidates for directorships proposed by Chief Executive Officer and, within the bounds of practicability, by any other senior executive or any director or shareholder.
 - To recommend to the board, directors to fill the seats on board committees.
 - To review its required mix of skills and experience and other qualities, including core competencies which Directors of the Company should bring to the board.
 - To assess the effectiveness of the board as a whole and assess the contribution of each individual director, including independent non-executive directors, as well as the chief executive officer.
 - To review the re-appointment and re-election of Directors of the Company.
 - To review the term of office and performance of Audit and Risk Management Committee and each of its member annually.

This Revised Terms of Reference of the Nomination Committee was adopted by the Board of Directors on 22 November 2016.